

Hillside Place at New Britain Condominium Association, Inc.

Executive Board's Position Paper and Procedures

Executive Board's Position Paper

Being a member of the Executive Board, a.k.a. Board of Directors, is both an honor and a responsibility. It is an honor because each of us has been chosen by a majority of owners or a majority of Board members to act in the name of all owners in decision making which effects all owners. It is a responsibility because, as Board members, we are required to think and act outside of our immediate concerns and our immediate unit area. Broadening our range of concerns, we are required to think and act on behalf of all unit owners, especially about our areas held in common and the issues which go beyond the purview of any one owner.

We have been given the trust of caring for all, and we must take great effort to respect and live up to this trust. Board members have said more than once that being on the Board provides the opportunity to learn about all the issues facing the association. We must do our utmost to live up to this trust.

As we are all aware, we are not funded but are volunteers. As volunteers, some of us can devote less time, some of us more time, but irrespective of the amount of time devoted to association affairs, all of us are given the trust and hope of the owners and must uphold that trust and hope. The appearance of Board members using their positions for personal gain, even if not supported by facts, is greatly damaging to unit owners' trust that we do our best for the association. To avoid the appearance of personal advantage, each of us must recuse ourselves when appropriate and at all times be diligent in upholding the rules and regulations of our association.

The Board of Directors are referred to as the Executive Board in our governing documents.

Hillside Place Declaration, Section 21.1 - Compliance with Document. *All Unit Owners, tenants, mortgagees and occupants of Units shall comply with the Documents.*

Hillside Place Declaration, Section 21.2 - Adoption of Rules. *The Executive Board may adopt Rules regarding the use and occupancy of Units, Common Elements, and Limited Common Elements and the activities of occupants, subject to Notice and Comment.*

Hillside Place Declaration, Section 25.2 - Powers and Duties. *The Executive Board may act in all instances on behalf of the Association, except as provided in this Declaration, the Bylaws or the Act. The Executive Board shall have, subject to the limitations contained in this Declaration and the Act, the powers and duties necessary for the administration of the affairs of the Association and of the Common Interest Community which shall include, but not be limited to, the following:*

- . (a) Adopt and amend Bylaws, Rules and regulations;
- . (b) Adopt and amend budgets for revenues, expenditures and reserves;
- . (c) Collect assessments for Common Expenses from Unit Owners;
- . (d) Hire and discharge managing agents;
- . (e) Hire and discharge employees and agents, other than managing agents, and independent contractors.
- . (f) Institute, defend or intervene in litigation or administrative proceedings in the Association's name on behalf of the Association or two (2) or more Unit Owners on matters affecting the Common Interest Community.
- . (g) Make contracts and incur liabilities.
- . (h) Regulate the use, maintenance, repair, replacement and modification of the Common Elements;

- (i) Cause additional improvements to be made as a part of the Common Elements;
- (j) Acquire, hold, encumber and convey in the Association's name any right, title or interest to real property or personal property, but Common Elements may be conveyed or subjected to a Security Interest only pursuant to Section 47-254 of the Connecticut General Statutes;
- (k) Grant easements for any period of time including permanent easements, and leases, licenses and concessions for no more than one (1) year, through or over the Common Elements;
- (l) Impose and receive payments, fees or charges for the use, rental or operation of the Common Elements, other than Limited Common Elements described in Subsections (2) and (4) of Section 47-21 of the Connecticut General Statutes, and "for services provided to Unit Owners;
- (m) Impose charges or interest or both for late payment of assessments and, after Notice and Hearing, levy reasonable fines for violations of this Declaration, Rules and regulations of the Association;
- (n) Impose reasonable charges for the preparation and recordation of amendments to this Declaration, resale certificates required by Section 47-270 of the Connecticut General Statutes or statements of unpaid assessments;
- (o) Provide for the indemnification of the Association's officers and Executive Board and maintain Directors' and officers' liability insurance.
- (p) Assign the Association's right to future income, including the right to receive Common Expense assessments;
- (q) Exercise any other powers conferred by this Declaration or the Bylaws;
- (r) Exercise all other powers that may be exercised in this state by legal entities of the same type as the Association;

(s) Exercise any other powers necessary and proper for the governance and operation of the Association; and

(t) By resolution, establish committees of Directors, permanent and standing, to perform any of the above functions under specifically delegated administrative standards, as designated in the resolution establishing a committee. All committees must maintain and publish notice of their actions to Unit Owners and the Executive Board. However, actions taken by a committee may be appealed to the Executive Board by any Unit Owner within forty-five (45) days of publication of such notice, and such committee action must be ratified, modified or rejected by the Executive Board [sic] at its next regular meeting.

Hillside Place Declaration Section 25.3 - Executive Board

Limitations. The Executive Board may not act on behalf of the Association to amend this Declaration, to terminate the Common Interest Community or to elect members of the Executive Board or determine the qualifications, powers and duties, or terms of office of Executive Board members, but the Executive Board may fill vacancies in its membership for the unexpired portion of any term.

Hillside Place Bylaws Section 2.3-Standard of Care. In the performance of their duties, the officers and Directors of the Executive Board are required to exercise the care required of fiduciaries of the Unit Owners, if appointed by the Declarant, and ordinary and reasonable care if elected by the Unit Owners. [As the Executive Board is elected by Unit Owners, we are required, in the performance of our duties, to exercise a standard of care that is ordinary and reasonable.]

Public Act 10-186 - An Act Concerning the Common Interest

Ownership Act. Should any of the above be superseded by the Common Interest Ownership Act, Effective: July 1, 2010, or its subsequent amendments and additions, the current state law takes precedence.

Executive Board's Procedures

By procedures, we mean the form and manner in which we relate to each other in the performance of our board work and activities.

In All Our Interactions:

We will be open, honest, and straightforward in our communications and our actions.

We will take time to explore the thinking of the various Board members, so we can all see the issues from different angles.

If we disagree with another member or oppose an action another member is promoting, we will do so honestly and directly, and with respect and courtesy, without engaging in any type of sabotage or divisive action.

Position within the Board will have no bearing in our interactions.

If we find that we have made a mistake, we will quickly admit it to all, apologize, and work to ameliorate its consequences.

If we find that another has acted commendably, we will note it and express appreciation.

In Our Meetings:

In our deliberations, we will work toward consensus whenever possible, and, when we vote, it will be open and recorded in the minutes.

We will work together to produce short and long-range plans, without avoiding difficult decisions, acknowledging that we cannot please everybody all the time. However, we will work toward the goal of being open with our information and our thinking as it develops, with the goal of developing our understanding of our situation in all its complexities.

We will not obligate ourselves to reading or responding to any communication that is anonymous or whose source is not explicitly identified.

When Emailing:

Increasingly, we communicate with each other by email. In recent years it has become legal for condominium boards to conduct business by email (and by phone). According to the Common Interest Ownership Act, July 1, 2010, for board action by email to be legal, all Executive Board members must participate and the vote must be unanimous.

According to the Common Interest Ownership Act, July 1, 2010, and the Public Act No.15-211, Sec. 27 (9), October 1, 2015, it is legal for Board Members to conduct business and to vote by email (and by phone), with a two-thirds majority, and with the actions being recorded in the subsequent regular Board Meeting.

Email is a remarkable and extremely valuable communication tool, especially with its storage and organizational capacities. However, there are pitfalls. We need to write our emails using our language resources for clear and full understanding to occur. Because clarifying questions and explanatory responses are awkward and time consuming, we need to write with precision and detail. In writing an email within the Board, write out words in full or use common abbreviations.

Of course, our emails, as in all of our forms of communicating, we should show respect and consideration for others. Certainly, there is to be no use of profanity or swearing.

Along with writing, there is the need to read carefully and thoughtfully. When we do not understand what someone has written, we need to ask for clarification. If we realize that one of us has reached an erroneous conclusion based on misreading, we should tell the person that confusion has occurred and try to clarify. More than once in recent years, unfortunate misunderstanding of Board communications have lead to hurt feelings, then rumors, which have a life of their own. Because rumors are vivid and entic-

ing, it is rare that anyone hearing the rumor checks to learn the factual basis for the tale.

We all need to communicate with every one of us. Certainly, there are matters that are of such a nature that not everyone needs to be Cced, however the default mode should be to send to all on the Board, with the infrequent alternative being to send to a select one or more.

Should any Board member be without access to email, arrangements will be made to ensure communication.

When Communicating With Unit Owners and Residents Outside The Board:

We welcome communication with unit owners and residents outside the board, whether informal or formal. Although it is usually best for unit owners to contact the management company directly regarding immediate problems, the Board is always open to receiving information, concerns, and questions from everyone here.

There are legitimate reasons requiring that we be closed and circumspect in certain circumstances. One reason is any communication outside of the Board which suggests board consensus but before a conclusion arrived at by the Board. Also any information concerning contractor selection and negotiation, collections on Account Receivable, current legal issues, and personal issues, i.e., those issues restricted to the Executive Session section of Board Meetings. Regarding periods when the association is engaged in a legal issue with an owner, Management and members of the Board have been advised that all communication with said owner on this subject be through our lawyer.

This is an open document, which will be modified and added to as we become aware of the need for change. At the end is the date of the last modification.

February 14, 2012; May 24, 2016.